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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

February 1, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of January 29, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease Agreement being filed with the Board under Recordation Numbers 26786, 26786-A and 26786-B.

The names and addresses of the parties to the enclosed document are:

Assignee: U.S. Bancorp Equipment Finance, Inc.,
formerly known as U.S. Bancorp Leasing &
Financial
13010 SW 68th Parkway
Portland, OR 97223

Assignor: The Andersons, Inc.
480 W. Dussel Drive
Maumee, OH 43537

Mr. Vernon A. Williams
February 1, 2007
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A description of the railroad equipment covered by the enclosed document is:

144 covered hopper railcars within the following series: AEX 5560 – AEX 6694 and AEX 12809 – AEX 12879 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE ASSIGNMENT

FEB 01 '07 -8 5 AM

Memorandum of Lease Assignment made and entered into on January 29, 2007, by and between U.S. Bancorp Equipment Finance, Inc. ("Assignee") and The Andersons, Inc. ("Assignor").

SURFACE TRANSPORTATION BOARD

WITNESSETH

The undersigned have entered into that certain Assignment for Security Purposes ("Lease Assignment"), dated January 31, 2007 whereby the Assignor has agreed to assign all of Assignor's rights, title and interest in, to and under the Lease Agreement dated July 7, 1993 and Rider # R00725 dated June 19, 2006, and Rider # R00947 dated July 11, 2006, between Assignor, as Lessor, and Wellman, Inc., as Lessee, and Assignee desires to assume all of Assignor's rights, title and interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Assignment.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed as of the date and year first above written.

ASSIGNEE:

U.S. Bancorp Equipment Finance, Inc.

By: Kristin Voss
Name: Kristin Voss
Title: Vice President

ASSIGNOR:

THE ANDERSONS, INC.

By: Gary Smith
Name: Gary Smith
Title: Vice President, Finance & Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

On this 31st day of January, 2007, before me personally appeared Gary Smith, to me personally known, who being duly sworn, says that he/she is the VP, Finance & Treasurer of The Andersons, Inc., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Judy A. Baldwin
Notary Public
My Commission Expires: 02/01/2010
JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 02/01/2010

STATE OF OREGON
COUNTY OF WASHINGTON) ss:

On this 31st day of January, 2007, before me personally appeared Kristin Voss, to me personally known, who being duly sworn, says that he/she is the Vice President of U.S. Bancorp Equipment Finance, Inc., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Carri Bell
Notary Public for the State of Oregon
My Commission Expires: 3-3-07

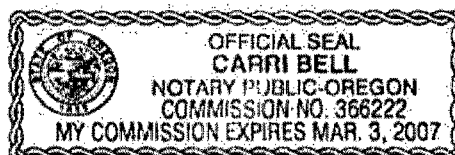


Exhibit "A"
TO MEMORANDUM OF LEASE ASSIGNMENT

One Hundred Forty Four (144) 1966 - 1976 ACF Plastic Pellet Covered Hopper Railcars with the following marks and numbers:

| | | | | | |
|------------|------------|------------|----------|----------|----------|
| AEX 012809 | AEX 012841 | AEX 012866 | AEX 5582 | AEX 5682 | AEX 6450 |
| AEX 012810 | AEX 012842 | AEX 012867 | AEX 5584 | AEX 6301 | AEX 6451 |
| AEX 012812 | AEX 012844 | AEX 012868 | AEX 5588 | AEX 6416 | AEX 6453 |
| AEX 012813 | AEX 012845 | AEX 012869 | AEX 5589 | AEX 6417 | AEX 6454 |
| AEX 012814 | AEX 012846 | AEX 012871 | AEX 5594 | AEX 6418 | AEX 6456 |
| AEX 012815 | AEX 012847 | AEX 012872 | AEX 5601 | AEX 6420 | AEX 6457 |
| AEX 012816 | AEX 012848 | AEX 012873 | AEX 5606 | AEX 6421 | AEX 6458 |
| AEX 012817 | AEX 012849 | AEX 012875 | AEX 5613 | AEX 6423 | AEX 6459 |
| AEX 012818 | AEX 012850 | AEX 012876 | AEX 5615 | AEX 6424 | AEX 6460 |
| AEX 012819 | AEX 012851 | AEX 012877 | AEX 5621 | AEX 6425 | AEX 6461 |
| AEX 012820 | AEX 012852 | AEX 012878 | AEX 5624 | AEX 6426 | AEX 6462 |
| AEX 012821 | AEX 012853 | AEX 012879 | AEX 5632 | AEX 6427 | AEX 6465 |
| AEX 012823 | AEX 012854 | AEX 012870 | AEX 5637 | AEX 6428 | AEX 6466 |
| AEX 012824 | AEX 012855 | AEX 5560 | AEX 5645 | AEX 6430 | AEX 6467 |
| AEX 012825 | AEX 012856 | AEX 5561 | AEX 5648 | AEX 6438 | AEX 6468 |
| AEX 012827 | AEX 012857 | AEX 5562 | AEX 5649 | AEX 6439 | AEX 6469 |
| AEX 012829 | AEX 012858 | AEX 5563 | AEX 5655 | AEX 6440 | AEX 6471 |
| AEX 012830 | AEX 012859 | AEX 5564 | AEX 5657 | AEX 6441 | AEX 6474 |
| AEX 012832 | AEX 012860 | AEX 5565 | AEX 5661 | AEX 6443 | AEX 6475 |
| AEX 012834 | AEX 012861 | AEX 5567 | AEX 5665 | AEX 6445 | AEX 6476 |
| AEX 012835 | AEX 012862 | AEX 5571 | AEX 5670 | AEX 6446 | AEX 6478 |
| AEX 012838 | AEX 012863 | AEX 5574 | AEX 5672 | AEX 6447 | AEX 6481 |
| AEX 012839 | AEX 012864 | AEX 5577 | AEX 5673 | AEX 6448 | AEX 6491 |
| AEX 012840 | AEX 012865 | AEX 5580 | AEX 5681 | AEX 6449 | AEX 6694 |

TOGETHER WITH ALL REPLACEMENTS, PARTS, REPAIRS, ADDITIONS, ACCESSIONS AND ACCESSORIES INCORPORATED THEREIN OR AFFIXED OR ATTACHED THERETO AND ANY AND ALL PROCEEDS OF THE FOREGOING, INCLUDING, WITHOUT LIMITATION, INSURANCE RECOVERIES.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

2/1/07



Robert W. Alvord